

EXHIBIT B



RESOLUTION ADOPTED ON JULY 30, 2021

(Certifying Submission of Seventh Amended Plan of Adjustment for the Commonwealth, ERS, and PBA)

WHEREAS, on June 30, 2016, the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) was enacted;

WHEREAS, Section 101 of PROMESA created the Financial Oversight and Management Board for Puerto Rico (the “Board”);

WHEREAS, on May 3, 2017, the Board issued a restructuring certification pursuant to PROMESA Sections 104(j) and 206 and filed a voluntary petition for relief for the Commonwealth of Puerto Rico (the “Commonwealth”) pursuant to section 304(a) of PROMESA, commencing a case under Title III thereof;

WHEREAS, on May 21, 2017, the Board issued a restructuring certification pursuant to PROMESA Sections 104(j) and 206 and filed a voluntary petition for relief for the Employees Retirement System for the Government of the Commonwealth of Puerto Rico (“ERS”) pursuant to section 304(a) of PROMESA, commencing a case under Title III thereof;

WHEREAS, on May 9, 2019, the Board certified a fiscal plan for the Commonwealth pursuant to Section 201(e)(2) of PROMESA;

WHEREAS, on September 26, 2019, the Board issued a restructuring certification pursuant to PROMESA Sections 104(j) and 206 and, on September 27, 2019, filed a voluntary petition for relief for the Puerto Rico Public Buildings Authority (“PBA”) pursuant to section 304(a) of PROMESA, commencing a case under title III thereof;

WHEREAS, on February 22, 2021, the Board, as representative of the Commonwealth, ERS, and PBA, certain holders of general obligation bond claims (“GO Bondholders”), certain holders of bonds guaranteed by the Commonwealth (“CW Guarantee Bondholders”), and certain holders of bonds issued by PBA (“PBA Bondholders”) entered into that certain Plan Support Agreement (as may be modified or amended, the “PSA”), which: (i) resolves certain litigation between the parties; (ii) sets forth the terms of securities to be issued pursuant to the Plan; and (iii) sets forth the agreement of the parties to support the terms of an amended plan of adjustment for the Commonwealth, ERS, and PBA consistent with the terms of the PSA;

WHEREAS, on March 8, 2021, the Board certified for submission the *Second Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (the “Second Amended Plan”), and filed the Second Amended Plan in the Title III cases for the Commonwealth, ERS,

and PBA, which Second Amended Plan contained the material terms set forth in the PSA, and a corresponding disclosure statement;

WHEREAS, on April 2, 2021, the Board, as representative of the Commonwealth, ERS, and PBA, entered into that certain *Amended and Restated Stipulation (A) Allowing Claims of ERS Bondholders, (B) Staying Pending Litigation, and (C) Providing for Treatment of Claims of ERS Bondholders and Dismissing of Pending Litigation Pursuant to a Plan of Adjustment* (the “ERS Stipulation”) with certain holders of bonds issued by ERS (“ERS Bonds”), which (i) resolves certain litigation between the parties; (ii) provides the proposed treatment of ERS Bonds, and (iii) sets forth the agreement of the parties to support the terms of an amended plan of adjustment for ERS consistent with the terms of the ERS Stipulation;

WHEREAS, on May 5, 2021, the Board, as representative of the Commonwealth and the Puerto Rico Highways and Transportation Authority (“HTA”), entered into that certain HTA/CCDA Related Plan Support Agreement (the “HTA/CCDA PSA”) with certain holders of bonds (“HTA Holders”) issued by HTA, certain holders of bonds (“CCDA Holders”) issued by the Puerto Rico Convention Center District Authority (“CCDA”), Assured Guaranty Corp. and Assured Guaranty Municipal Corp., solely in their capacities as insurers, and asserted holders, deemed holders, or subrogees with respect to HTA Bonds and CCDA Bonds, and National Public Finance Guarantee Corporation, solely in its capacity as insurer and asserted holder, deemed holder, or subrogee with respect to HTA Bonds, which: (i) resolves certain litigation among the parties; (ii) set forth the terms of securities to be issued pursuant to the plans of adjustment for the Commonwealth and HTA; and (iii) sets forth the agreement of the parties to support the terms of the plans of adjustment for the Commonwealth and HTA consistent with the terms of the HTA/CCDA PSA;

WHEREAS, on May 11, 2021, after execution of the ERS Stipulation and the HTA/CCDA PSA, the Board certified for submission the *Third Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (the “Third Amended Plan”), and filed the Third Amended Plan in the Title III cases for the Commonwealth, ERS, and PBA, which Third Amended Plan contained the material terms set forth in the PSA, ERS Stipulation, and the HTA/CCDA PSA, and a corresponding disclosure statement (the “Third Amended Disclosure Statement”);

WHEREAS, on June 29, 2021, the Board certified for submission the *Fourth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (the “Fourth Amended Plan”), and filed the Fourth Amended Plan in the Title III cases for the Commonwealth, ERS, and PBA, and a corresponding disclosure statement, both of which incorporate revisions in response to various objections interposed to the Third Amended Disclosure Statement;

WHEREAS, on July 6, 2021, the Board, as representative of the Commonwealth, reached an agreement in principle (the “AFT Agreement in Principle”), subject to final documentation, with the American Federation of Teachers, the Asociacion de Maestros de Puerto Rico, and the Asociacion de Maestros de Puerto Rico-Local Sindical regarding, among other things, the treatment of TRS benefits pursuant to a Commonwealth plan of adjustment;

WHEREAS, on July 12, 2021, to address necessary technical modifications to the PSA, the parties to the PSA agreed to amend and restate the PSA, and entered into that certain *Amended and Restated Plan Support Agreement*, dated as of July 12, 2021;

WHEREAS, on July 12, 2021, the Board, as representative of the Commonwealth, reached an agreement in principal (the “UCC Agreement in Principle” and, together with the AFT Agreement in Principle, the “Agreements in Principle”), subject to final documentation, with the Official Committee of Unsecured Creditors, regarding, among other things, proposed recoveries for classes of general unsecured creditors;

WHEREAS, on July 12, 2021, the Board certified for submission the *Fifth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (the “Fifth Amended Plan”), and filed the Fifth Amended Plan in the Title III cases for the Commonwealth, ERS, and PBA, and a corresponding disclosure statement, both of which reflect the Agreements in Principle and amendments to the PSA;

WHEREAS, on July 26, 2021, the Board, as representative of the Commonwealth, entered into that certain PRIFA Related Plan Support Agreement (the “PRIFA PSA”) with certain holders of bonds issued by the Puerto Rico Infrastructure Financing Authority (“PRIFA”), Ambac Assurance Corp., solely in its capacity as insurer and asserted holder, deemed holder, or subrogee with respect to PRIFA Bonds, and Financial Guaranty Insurance Company, solely in its capacity as insurer and asserted holder, deemed holder, or subrogee with respect to PRIFA Bonds, which: (i) resolves certain litigation among the parties; (ii) set forth the terms of securities to be issued pursuant to the plans of adjustment for the Commonwealth and PRIFA; and (iii) sets forth the agreement of the parties to support the terms of the plans of adjustment for the Commonwealth and PRIFA consistent with the terms of the PRIFA PSA;

WHEREAS, on July 12, 2021, the Board certified for submission the *Sixth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (the “Sixth Amended Plan”), and filed the Sixth Amended Plan in the Title III cases for the Commonwealth, ERS, and PBA, and a corresponding disclosure statement, both of which reflect the PRIFA PSA;

WHEREAS, the Board, through its consultants and attorneys, developed an amended plan of adjustment (the “Seventh Amended Plan”) that reflects further comments from and negotiations with various parties;

WHEREAS, Section 104(j)(2) of PROMESA provides that the Board must certify the submission or modification of a plan of adjustment before such action is taken;

WHEREAS, Section 104(j)(3) of PROMESA provides that the Board may certify a plan of adjustment only if it determines, in its sole discretion, that such plan of adjustment is consistent with the applicable certified fiscal plan;

WHEREAS, after substantial deliberations, the Board has determined to certify for submission the Seventh Amended Plan which is consistent with the certified fiscal plan for the Commonwealth.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT that Board certifies for submission, pursuant to Section 104(j) of PROMESA, the Seventh Amended Plan as developed by the Board that is consistent with the certified fiscal plans for the Commonwealth, attached hereto at Exhibit 1.